

RECORDATION NO.

21676-①
FILED

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JAN 29 '04

2-38 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 29, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: GARC II 98-B Railcar Trust

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Bill of Sale and Partial Release, a secondary document, dated as of December 20, 2002.

The enclosed document relates to those previously filed with the Board under Recordation Number 21676.

The names and addresses of the parties of the enclosed document are:

Owner Trustee: Wilmington Trust Company
Trustee of GARC II 98-B Railcar Trust
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: State Street Bank and Trust Company
Two International Place
Boston, Massachusetts 02110

Mr. Vernon A. Williams
January 29, 2004
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A description of the railroad equipment covered by the enclosed documents is:

Two railcars GATX 058659 and GATX 058718

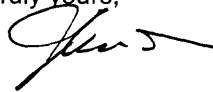
A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

GARC II 98-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-B (the "Lessor") under an Equipment Lease Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 058659 and GATX 058718 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: December 20, 2002

GARC II 98-B Railcar Trust
By: Wilmington Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: [Signature]
Title: _____

State Street Bank and Trust Company, as
Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

GARC II 98-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-B (the "Lessor") under an Equipment Lease Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 058659 and GATX 058718 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: December 20, 2002

GARC II 98-B Railcar Trust
By: Wilmington Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: _____
Title: _____

State Street Bank and Trust Company, as
Indenture Trustee

By: *William J. Macdonald*
Title: *Attorney in Fact*

State of Delaware)
) SS:
County of New Castle)

On the 6 day of January, ²⁰⁰⁴~~2002~~, before me personally appeared Anita Rose to me known, who being by me duly sworn, say that he/she is a Financial Services Officer of GARC II 98-B Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly E. Faulhaber
Notary Public

[Notarial Seal] KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My commission expires: My Commission Expires April 9, 2005

State of Massachusetts)
) SS:
County of Suffolk)

On the ___ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ____ day of _____, 2002, before me personally appeared _____ to me known, who being by me duly sworn, say that he/she is a _____ of GARC II 98-B Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

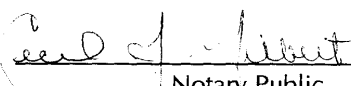
Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the 14TH day of JANUARY, ²⁰⁰⁴2002, before me personally appeared ~~MARK F. HARRINGTON~~ to me known, who being by me duly sworn, says that he/she is a ~~MARK F. HARRINGTON~~ of State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public
CECIL A. GILBERT
Notary Public

My Commission Expires July 17, 2009

[Notarial Seal]

My commission expires: